

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	
STUDENT FINANCE CORPORATION,	:	
Debtor.	:	
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CHARLES A. STANZIALE, JR.,	:	
CHAPTER 7 TRUSTEE OF STUDENT	:	
FINANCE CORPORATION,	:	
Plaintiff,	:	
	:	Civil Action No. 04-1551(JJF)
v.	:	
	:	
PEPPER HAMILTON LLP, et al.,	:	
Defendants.	:	
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ORDER

Upon consideration of **The Pepper Defendants' Motion for Judgment On The Pleadings On Count IV (Professional Malpractice) of the Trustee's First Amended Complaint And Motion For Partial Judgment On The Pleadings On Count I (Breach Of Fiduciary Duty) Of The Trustee's First Amended Complaint** and any response thereto, it is hereby ORDERED that said motion is GRANTED as amended by the Pepper Defendants in their Reply Brief and that:

1. Partial Judgment is entered in favor of Pepper Hamilton LLP and W. Roderick Gagné on the Trustee's claim for deepening insolvency damages on Count I (Breach of Fiduciary Duty) and Count IV (Professional Malpractice) of the Trustee's First Amended Complaint and, therefore, if the Trustee ultimately prevails on Count I or Count IV, the damages that may be awarded in connection with those Counts shall not exceed, but may be less than, the approximately \$3,200,000 in legal fees that Student Finance Corporation paid to Pepper Hamilton LLP, and any supposed above-market rates paid to the Family Defendants that the Trustee is able to prove resulted from the Pepper Defendants' alleged conflicts of interest; and

2. The Trustee is precluded from pursuing or recovering any damages arising from the alleged deepening of Student Finance Corporation's insolvency on any of his claims.

Dated: _____, 2006

The Honorable Joseph J. Farnan, Jr.
United States District Judge